

## MNvest Issuer Notice Form

This form is for use by MNvest issuers to file notice of a MNvest offering with the Minnesota Department of Commerce. MNvest issuers completing this form must carefully review and comply with Minnesota Statute 80A.461 and Minnesota Rules 2876.3050 – 2876.3060.

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### 1. Issuer Information

Name of Issuer: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Telephone: \_\_\_\_\_

Email: \_\_\_\_\_

Issuer's website: \_\_\_\_\_

### 2. Contact to whom communications regarding this Notice should be directed:

Name: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

Telephone: \_\_\_\_\_

Email: \_\_\_\_\_

### 3. Offering Information<sup>1</sup>

Identify the broker-dealer or MNvest portal that will be used to offer the issuer's securities:

\_\_\_\_\_

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<sup>1</sup> See Minnesota Statute 80A.461, Subd. 3 when completing this section.

Does the MNvest issuer also intend to act as portal operator?<sup>2</sup>  Yes  No  
(If yes, the issuer must register as a portal operator before commencing with the offering.)

Amount to be offered: \$ \_\_\_\_\_

Minimum amount to be raised: \$ \_\_\_\_\_

Explain how the stated minimum offering will be sufficient to implement the issuer's business plan (attach additional pages if necessary):

Offering Commencement Date: \_\_\_\_\_

Offering Expiration Date: \_\_\_\_\_

Name and contact information of Bank or Depository Institution (Escrow Agent) in which investor funds shall be deposited<sup>3</sup>:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

#### 4. Disqualifications

The MNvest issuer affirms that it has:

1. reviewed the disqualification provisions of Minn. Stat. 80A.461 Subd. 9(a); and
2. undertaken the inquiries needed to establish, under Minn. Stat. 80A.461, subd. 9(b)(4), that the issuer has no reason to know that a disqualification exists.

\_\_\_\_ (Enter initials of person signing this form)

<sup>2</sup> See Minnesota Statute 80A.461, Subd. 1(d)

<sup>3</sup> See Minnesota Statute 80A.461, Subd. 3(8) and Minnesota Rule 2876.3051

**5. Additional Information**

Please include the following with your submission:

- A copy of the issuer’s disclosure document including all information required under Minnesota Statute 80A.461 Subd. 4. The disclosure document filed with the Department should include, as a cover page, the MNvest Offering Disclosure Guide provided on pages 4-5 of this form.
- A copy of a representative example of advertising that the MNvest Issuer intends to use to promote this offering or solicit prospective purchasers.
- A copy of the issuer’s balance sheet and income statement as required by Minnesota Statute 80A.461 Subd. 3(4).
- A filing fee of \$300, made payable to the Minnesota Department of Commerce

The undersigned represents that the issuer understands the conditions that must be satisfied to be entitled to the MNvest Securities Registration Exemption and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied. The issuer has read this Notice and knows the contents to be true and has authorized the undersigned to sign this form on the issuer’s behalf.

The undersigned affirms that to the best of his or her knowledge, information, and belief the statements made on this form are true.

_____	_____
Representative of Issuer (Print Name)	(Title)
_____	_____
(Signature)	(Date)

**Filing Instructions:** Issuers relying on the MNvest Securities Registration Exemption must submit this form and accompanying documents to the Minnesota Department of Commerce a minimum of ten (10) days prior to any offer or sale of a security that relies on this exemption. The form and all accompanying documents should be emailed to [Securities.Commerce@state.mn.us](mailto:Securities.Commerce@state.mn.us) with “MNvest notice” in subject line, or mailed to the Minnesota Department of Commerce at the below address:

Minnesota Department of Commerce  
Securities Section  
85 7<sup>th</sup> Place East, Suite 500  
Saint Paul, MN 55101

## MNvest Offering Disclosure Guide

**Pursuant to §80A.461 Subd. 4, issuers relying on the MNvest Securities Registration Exemption must create a disclosure document that contains the information and notices detailed below. A complete copy of the disclosure document must be made available through the MNvest portal to each prospective purchaser. Please list the page numbers of the disclosure document that include the information below.**

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1. The MNvest issuer's type of entity, the address and telephone number of its principal office, its formation history for the previous five years, a summary of the material facts of its business plan and its capital structure, and its intended use of the offering proceeds, including any amounts to be paid from the proceeds of the MNvest offering, as compensation or otherwise, to an owner, executive officer, director, governor, manager, member, or other person occupying a similar status or performing similar functions on behalf of the MNvest issuer.

*Applicable page numbers within Disclosure Document:* \_\_\_\_\_

2. The MNvest offering must stipulate the date on which the offering will expire, which must not be longer than 12 months from the date the MNvest offering commenced.

*Applicable page numbers within Disclosure Document:* \_\_\_\_\_

3. A copy of the escrow agreement between the escrow agent, the MNvest issuer, and, if applicable, the portal operator, as described in subdivision 3, clause (8).

*Applicable page numbers within Disclosure Document:* \_\_\_\_\_

4. The financial statements required under Minnesota Statute, section 80A.461 subdivision 3, clause (4).

*Applicable page numbers within Disclosure Document:* \_\_\_\_\_

5. The identity of all persons owning more than ten percent of any class of equity interests in the company.

*Applicable page numbers within Disclosure Document:* \_\_\_\_\_

6. The identity of the executive officers, directors, governors, managers, members, and other persons occupying a similar status or performing similar functions in the name of and on the behalf of the MNvest issuer, including their titles and their relevant experience.

*Applicable page numbers within Disclosure Document:* \_\_\_\_\_

7. The terms and conditions of the securities being offered, a description of investor exit strategies, and of any outstanding securities of the MNvest issuer; the minimum and maximum amount of securities being offered; either the percentage economic ownership of the MNvest issuer represented by the offered securities, assuming the minimum and, if

applicable, maximum number of securities being offered is sold, or the valuation of the MNvest issuer implied by the price of the offered securities; the price per share, unit, or interest of the securities being offered; any restrictions on transfer of the securities being offered; and a disclosure that any future issuance of securities might dilute the value of securities being offered.

*Applicable page numbers within Disclosure Document:* \_\_\_\_\_

8. The identity of and consideration payable to a person who has been or will be retained by the MNvest issuer to assist the MNvest issuer in conducting the offering and sale of the securities, including a portal operator, but excluding (i) persons acting primarily as accountants or attorneys, and (ii) employees whose primary job responsibilities involve operating the business of the MNvest issuer rather than assisting the MNvest issuer in raising capital.

*Applicable page numbers within Disclosure Document:* \_\_\_\_\_

9. A description of any pending material litigation, legal proceedings, or regulatory action involving the MNvest issuer or any executive officers, directors, governors, managers, members, and other persons occupying a similar status or performing similar functions in the name of and on behalf of the MNvest issuer.

*Applicable page numbers within Disclosure Document:* \_\_\_\_\_

10. A statement of the material risks unique to the MNvest issuer and its business plans.

*Applicable page numbers within Disclosure Document:* \_\_\_\_\_

11. A statement that the securities have not been registered under federal or state securities law and that the securities are subject to limitations on resale.

*Applicable page numbers within Disclosure Document:* \_\_\_\_\_

12. The following legend must be displayed conspicuously in the disclosure document:

“IN MAKING AN INVESTMENT DECISION, PURCHASERS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY FEDERAL OR STATE SECURITIES COMMISSION OR DIVISION OR OTHER REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE. THESE SECURITIES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED BY SUBSECTION (e) OF SEC RULE 147 (CODE OF FEDERAL REGULATIONS, TITLE 17, PART 230.147 (e)) AS PROMULGATED UNDER THE SECURITIES ACT OF 1933,

AS AMENDED, AND THE APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. PURCHASERS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.”

*Applicable page numbers within Disclosure Document:* \_\_\_\_\_